

RECORDATION NO. 23023-F FILED

AUG 30 '06 12:25 PM

SURFACE TRANSPORTATION BOARD

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August 29, 2006

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Notice, dated as of August 28, 2006, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease (2000B-1) previously filed with the Board under Recordation Number 23023.

The name and address of the party to the enclosed document are:

Lessee: Bombardier Capital Rail Inc.
(f/k/a NorRail, Inc.)
12735 Gran Bay Parkway West
Suite 1000
Jacksonville, FL 32258

[Lessor: Manufacturers and Traders Trust Company
(successor to Allfirst Financial Center National
Association)
25 South Charles Street
Baltimore, MD 21202]

Mr. Vernon A. Williams
August 29, 2006
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A description of the railroad equipment covered by the enclosed document is:

39 railcars: reporting marks and road numbers have changed to within the series IAIS 055000 – IAIS 055137 (previously within the series AOK 055000 – AOK 055137) as more particularly set forth in the attachment to the document.

A short summary of the document to appear in the index is:

Notice.

Also enclosed is a check in the amount of \$34.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Alvord', with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/sem
Enclosures

BOMBARDIER

August 28, 2006

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

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SURFACE TRANSPORTATION BOARD

Bombardier Capital Rail Inc.
12735 Gran Bay Parkway West
Suite 1000
Jacksonville, FL 32258 United States
www.bombardier.com

TEL (904) 288-1000
FAX (904) 288-2155

Re: Memorandum of Lease (2000B-1), dated as of July 28, 2000 between Allfirst Financial Center National Association, Lessor, and Bombardier Capital Rail Inc., Lessee, filed with the Board on July 27, 2000 at 9:43 a.m. under Recordation Number 23023 (BCRI's headlease 15)

Dear Mr. Williams:

With reference to the railroad equipment covered by the recordation shown above, we wish to advise:

1. The reporting marks and road numbers of some of the railcars has changed. The attached Exhibit A should be substituted in place of the reporting marks and road numbers for such railcars.

Please file these changes under the Recording Number(s) shown above.

Very truly yours,

Catherine Hawks

Catherine Hawks
Senior Attorney

STATE OF FLORIDA)
)
COUNTY OF DUVAL)

ss.

On this 28th day of August, 2006, before me appeared **Catherine Hawks**, to me personally known, who, being duly sworn did say that she is the Senior Attorney of BOMBARDIER CAPITAL RAIL INC. (f/k/a NorRail, Inc.), and that said instrument was signed on behalf said corporation by authority of its board of directors and she acknowledged said instrument to be the free act and deed of said corporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal in the County and State aforesaid, the day and year first above written.

Gail M. Porter
NOTARY PUBLIC

My Commission Expires: 7-1-2010

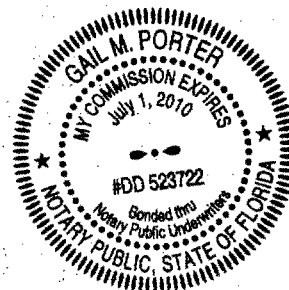


EXHIBIT A
HEADLEASE # 15

Current Car #	Original Car #	Previous Car #	Total
IAIS055097	AOK 055097	AOK 055097	1
IAIS055011	AOK 055011	AOK 055011	1
IAIS055027	AOK 055027	AOK 055027	1
IAIS055070	AOK 055070	AOK 055070	1
IAIS055024	AOK 055024	AOK 055024	1
IAIS055115	AOK 055115	AOK 055115	1
IAIS055098	AOK 055098	AOK 055098	1
IAIS055014	AOK 055014	AOK 055014	1
IAIS055025	AOK 055025	AOK 055025	1
IAIS055043	AOK 055043	AOK 055043	1
IAIS055094	AOK 055094	AOK 055094	1
IAIS055044	AOK 055044	AOK 055044	1
IAIS055045	AOK 055045	AOK 055045	1
IAIS055137	AOK 055137	AOK 055137	1
IAIS055001	AOK 055001	AOK 055001	1
IAIS055002	AOK 055002	AOK 055002	1
IAIS055033	AOK 055033	AOK 055033	1
IAIS055040	AOK 055040	AOK 055040	1
IAIS055058	AOK 055058	AOK 055058	1
IAIS055084	AOK 055084	AOK 055084	1
IAIS055103	AOK 055103	AOK 055103	1
IAIS055106	AOK 055106	AOK 055106	1
IAIS055000	AOK 055000	AOK 055000	1
IAIS055050	AOK 055050	AOK 055050	1
IAIS055046	AOK 055046	AOK 055046	1
IAIS055104	AOK 055104	AOK 055104	1
IAIS055005	AOK 055005	AOK 055005	1
IAIS055009	AOK 055009	AOK 055009	1
IAIS055032	AOK 055032	AOK 055032	1
IAIS055078	AOK 055078	AOK 055078	1
IAIS055018	AOK 055018	AOK 055018	1
IAIS055123	AOK 055123	AOK 055123	1
IAIS055130	AOK 055130	AOK 055130	1
IAIS055004	AOK 055004	AOK 055004	1
IAIS055042	AOK 055042	AOK 055042	1
IAIS055132	AOK 055132	AOK 055132	1
IAIS055038	AOK 055038	AOK 055038	1
IAIS055135	AOK 055135	AOK 055135	1
IAIS055047	AOK 055047	AOK 055047	1
Grand Total			39